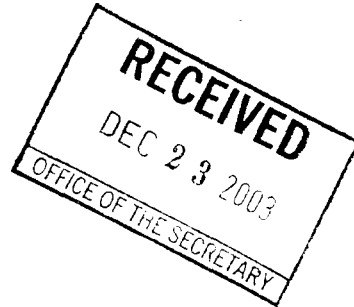


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**Carol Mattson**  
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December 5, 2003

Secretary Jonathan Katz  
SEC - S 7-19-03  
450 5th Street, NW  
Washington, DC 20549



Dear Secretary Katz:

I am concerned with the Commission' s recent proposals over proxy votes for directors to the board. I feel that these changes give an unfair advantage to large shareholders, and are not in the best interest of any given company or their investors.

The individuals who work with a company on a daily basis are in the best position to make decisions for that company. It is unwise to allow inexperienced and possibly biased individuals to sever on a Board of Directors. Furthermore, it is discriminatory to give larger shareholders special voting privileges.

I have been investing for the past ten years and know that my investments are undoubtedly affected by decisions made through the Board of Directors. If I am to invest in a company, I want to be sure that the individuals making those decisions are knowledgeable and have the best interests of all shareholders in mind.

That being said, I would appreciate it if you would rethink these proposals. Thank you.

Sincerely,

Carol Mattson